

EXHIBIT 178

REDACTED PUBLIC
VERSION

From: Dawn Haagstad <dawn@pixar.com>
Sent: Wednesday, February 7, 2007 3:08 PM
To: [REDACTED]
Subject: Re: :-) !!!

You probably heard our huge sigh of relief all the way across the Bay! Congratulations!

Starting on March 12 sound perfect and will work well with the production schedule. I will hold off on having our VP of Human Resources contact ILM until you let me know it's okay. That way we make sure the lines of communication aren't crossed. Once our VP contacts ILM and everything is official, we will mail you your "new hire" packet.

We've very excited to have you join Pixar!!

All the best,
Dawn

On Feb 7, 2007, at 10:33 AM [REDACTED] wrote:

Dawn,

Thank you for the bonus info, that's what I thought just wanted to confirm it.

So the official word is YES! I would like to accept the offer and take the motion graphics artist position. :-) !!!!

There's 2 procedural things I would like to talk with you about. The first is start date. i believe you mentioned to me the second week in March as a potential start. I was wondering if we might move that just a little forward to March

12th Monday. I will be out of town the 5th, 6th, and 7th of March and unfortunately can't change those plans.

The second and this is a big one, I'm not sure how ILM higher up will react to my departure. They can be kind of fickle about these things, i could get a "good luck we're happy for you" or a visit from security the moment they hear.

My managers and colleagues here in the art department do know and couldn't be happier for me, I'm just not sure if that sentiment will be shared. That being said I would like to have some time to get things in order before you tell them you've made me an offer. Seven years is a long time to become entrenched and I have alot of thisis and that's that I need to clean up and take home.

So, we are in a pretty tight spot, with the 14th being next Wednesday. What I would like to propose is that we make the official word to ILM on Monday. That way I have this weekend to pack up my nick nacks and such and prepare goodbyes. Let me know if all that sounds ok. my endless thanks I can't wait to make the trip over :-)

[REDACTED]

----- Original message -----
From: Dawn Haagstad <dawn@pixar.com>

I forgot to write about show bonuses so I apologize for the delay. Historically, we've always received film bonuses and we're all hoping that practice continues. In the past, everyone in the Studio has been eligible for film bonuses because they believe it takes everyone to make a film (regardless of if you're in Accounting, working on another film, Security, etc.). If they continue this practice using the same guidelines as before, you would need to be a current Pixar employee (run-of-show is okay) at the time the bonuses are distributed. For example, if we receive bonuses for RAT before

February 2008, judging by past practices, you would be eligible. If someone has worked at the Studio for less than one year, we're prorated the film bonus.

Hope that helps!

Talk to you soon,
Dawn

On Feb 6, 2007, at 5:25 PM, [REDACTED] wrote:

Dawn,

How about the end of show bonuses? How does that work? Do you have to be on premise when those go out or does it go to the crew, etc etc. That whole idea is new to me since George hasn't shared with us :-)) well maybe that's not totally fair he built us a nice place to work. Anyway, just let me know.

[REDACTED]

----- Original message -----

From: Dawn Haagstad <dawn@pixar.com>

Hi [REDACTED]

Don't worry about asking too many questions. Making career decisions can be very overwhelming and you are smart to explore and understand all the details.

Regarding stock options: The stock vests over 4 years, which means that after you pass your anniversary date, you have the option to "exercise" 25% of your total grant (in this case, the total grant is [REDACTED]). Every year someone works at Pixar, they are 25% more vesting, meaning they have access to an additional 25% of the [REDACTED] shares. Basically, [REDACTED] divided by 4 equals the amount you are able to exercise each year. You don't have to exercise your shares and can continue to stock pile (no pun intended) your shares.

I will probably be on email until 6:30 so if anything else comes up this evening, just let me know. I'm now holding my breath AND crossing my fingers.

Take care,
Dawn

On Feb 6, 2007, at 4:57 PM [REDACTED] wrote:

Dawn,

This all looks great! I will talk this through with my wife one last time and have a final answer for you tomorrow. Thank you so much for taking the time to go back and fourth with me regarding all the details.

Not to drag this on any further I just have 2 more little

informational type questions. Will I be eligible for any end of show bonus?

In regards to the options, the vesting period is 12 months but I remember speaking with you about them vesting in 4 increments. Is

that to say then that the offer of [REDACTED] options, I would have to stay a full 4 years to realize all those? Or are they all available at the 12 month mark but I can only exercise 25% per year?

I am soooooo sorry that all this conversation revolves around money.

Its just if I don't ask now I won't be able to ask later. I can't express to you how excited I am about this. Its difficult to start over but the prospect of working with such talented people on something so exciting is really awesome!

Thank you again

[REDACTED]

----- Original message -----
From: Dawn Haagstad <dawn@pixar.com>

Hello [REDACTED]

We've looked at everything further and here's the latest and greatest. With regard to salary, in comparing your skill set with internal artists, we're honestly not able to increase the salary and continue to be consistent with existing Pixar employees. You are amazingly talented and we truly recognize this talent, which is why we would love to have you at the Studio. One option that we're hoping will be feasible on your end is a signing bonus.

We would like to offer you a [REDACTED] signing bonus, which you would receive the first pay check after your start date (we are paid on a weekly basis). This will help add to your base salary and hopefully will help alleviate some of the salary concerns. As we also discussed, you'll be eligible for the 401K plan, vacation, family coverage for medical/dental/vision at only \$90 p/month, classes through Pixar University, etc.

We completely understand the needs of your family and are desperately

keeping our fingers crossed that everything will selfishly work in our favor :-). I'm in a number of meetings this afternoon and will be difficult to reach via telephone. I apologize for sending this via email but I wanted to get this information to you as soon as possible.

Please don't hesitate to contact me with any questions.

Talk to you soon,
Dawn

On Feb 5, 2007, at 9:47 AM,
[REDACTED] wrote:

Dawn,

Thank you for getting back to me so quickly and I certainly appreciate your candor. I feel the exact same way as PIXAR does about having artist that are there for the work and not the salary.

I want to assure you that each time I think about the prospect of working there my primary motivation is working on "W-e" with Ralph and Ellen and all the amazing talented people at PIXAR, not salary.

As I am sure you can appreciate I need to think of my other two important productions (mom and baby) :-). and what is best for them.

I have the utmost respect for Jim having worked for him on several occasions before he left ILM. I certainly appreciate you taking this matter up with him and anything you can do will be greatly appreciated. I look forward to hearing back from you.

[REDACTED]

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From: Dawn Haagstad
<dawn@pixar.com>

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Friday evening so didn't
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Jim's schedule can be
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to touch base
with
you within the next couple
days. Hope you had a nice
weekend!

Take care,
Dawn

On Feb 2, 2007, at 3:20
PM,


wrote:

Dawn,

First and
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want to thank

you for your
time and this
incredible
opportunity to
work with
PIXAR. It has
been my career
goal
to work with
such a
collaborative
and creative
studio. I have
reviewed
the offer and
want to
discuss some
concerns.

My first
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less than my
current
earnings (my
salary plus my
contract
work). It was
my
hope
that I could
put aside my
contract work
and focus
completely on
the
position at
PIXAR.
Considering
my
discussions
with Ellen, I
feel
that
my skills and
past
experience
uniquely
qualify me for
this
project,
and that the
breadth of my
proficiency
will prove
valuable to
the
production as
a whole and
PIXAR into

the future.

My second concern is that the duration of the position is run-of-show.

Although I completely understand that PIXAR makes no discernment between run-of-show employees and regular employees, the difference for me are my fiscal responsibilities and the longer term health of my career.

I appreciate the production's need for this particular skill set and the uncertainty of whether this need will extend past the production. I came to ILM seven years ago with a similar scenario, as a web designer. However, since I've been at ILM, I have learned, worked, and excelled in every aspect of shot production. This is work that I am proud of and

confident in
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[REDACTED] or
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a duration
longer than
a 11
months? I'm
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we'll be able
to meet in the
middle.
Please
give
me a call so
we can

discuss this
further.

Sincerely,

[REDACTED]

Original
message -----

From: Dawn
Haagstad
<dawn@pixar.
com>

Hi

[REDACTED]

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From: Dawn
Haagstad
<dawn@pixar.
com>
Date:
February 1,
2007 5:04:28
PM PST
To:
[REDACTED]
Subject:
Pixar's
Benefits
Information

<Benefits
Form .doc>

From: Dawn Haagstad
<dawn@pixar.com>
Date: February 5, 2007 9:22:12 AM
PST
To: [REDACTED]
Subject: Re: Pixar's Benefits
Information

Hello [REDACTED]

I was in late meetings Friday evening
so didn't receive your email
until this morning. I understand your
concerns regarding salary
but in all honesty, I don't know how
much flexibility we will
have. Pixar is a studio that offers
employees an opportunity to
work creatively with the knowledge
that new hires are brought on
board and paid fairly compared to
existing Pixar employees. We
always try to put our best offer out

initially because it's important to recognize one's talent from the start - so that artists don't feel the need to go back and forth regarding money. This is also one of the reasons that we don't operate on a contract basis...it's paramount that artists are here because they enjoy the collaborative work environment while being paid a fair and respectable salary.

If I could extend the run-of-show duration of the project, I would be more than willing but unfortunately, that's not in our control. The production schedules are relatively set and we try to estimate the approximate work load to the best of our ability. There is always the possibility that a "wrap date" will run longer, but we can't make that guarantee.

You are, without a doubt, incredibly talented and I know the show feels you would be a good fit. We also can respect your concerns and understand leaving a regular full-time position can be very daunting. It's important that you feel you're being paid fairly and within a comfortable range. As I mentioned before, we don't have much flexibility regarding salary but I will check with Jim Morris, (VP of Production) and share your concerns. While we might not be able to increase the salary by any great amounts, perhaps we can consider a sign on bonus.

Jim's schedule can be rather hectic but I will get time on his calendar as soon as possible. I should be able to touch base with you within the next couple days. Hope you had a nice weekend!

Take care,
Dawn

On Feb 2, 2007, at 3:20 PM,
[REDACTED] wrote:

Dawn,

First and foremost, I want to thank you for your time and this incredible opportunity to work with PIXAR. It has been my career goal to work with such a collaborative and creative studio. I have reviewed the offer and want to discuss some concerns.

My first concern is that the offer is substantially less than my current earnings (my salary plus my contract work). It was my hope that I could put aside my contract work and focus completely on the position at PIXAR. Considering my discussions with Ellen, I feel that my skills and past experience uniquely qualify me for this project, and that the breadth of my proficiency will prove valuable to the production as a whole and PIXAR into the future.

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Although I completely understand that PIXAR makes no discernment between run-of-show employees and regular employees, the difference for me are my fiscal responsibilities and the longer term health of my career.

I appreciate the

production's need for this particular skill set and the uncertainty of whether this need will extend past the production. I came to ILM seven years ago with a similar scenario, as a web designer. However, since I've been at ILM, I have learned, worked, and excelled in every aspect of shot production. This is work that I am proud of and confident in and it is easy for me leveraging it to a long future with PIXAR.

In my previous email to you, I mentioned that this opportunity was a close second to my marriage and birth of our first child. This is an honest comparison for me, as it has been my history to pour just as much passion into my profession. I would like to contribute this same passion and professionalism to PIXAR. Do you have flexibility in the offer to either bring the run-of-show compensation up to [REDACTED] or make the offer a contract position with a duration longer than a 11 months? I'm confident we'll be able to meet in the middle. Please give me a call so we can discuss this further.

Sincerely,

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----- Original
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From: Dawn Haagstad
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Hi [REDACTED]

As I
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Please review
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We're all very
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<dawn@pixar.com>
Date: February 1, 2007
5:04:28 PM PST
To: [REDACTED]
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<Benefits Form .doc>

From: Dawn Haagstad <dawn@pixar.com>
Date: February 6, 2007 4:13:15 PM PST
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From: Dawn Haagstad
<dawn@pixar.com>
Date: February 1, 2007 5:04:28 PM
PST
To: [REDACTED]
Subject: Pixar's Benefits Information

<Benefits Form .doc>

From: Dawn Haagstad <dawn@pixar.com>
Date: February 6, 2007 5:20:42 PM PST
To: [REDACTED]
Subject: Re: Pixar's Benefits Information

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I will probably be on email until 6:30 so if anything else comes up
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I am sooooo sorry that all this conversation revolves around money. Its just if I don't ask now I won't be able to ask later. I can't express to you how excited I am about this. Its difficult to start over but the prospect of working with such talented people on something so exciting is really awesome!

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Subject: Pixar's Benefits
Information

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From: Dawn Haagstad <dawn@pixar.com>
Date: February 7, 2007 8:42:37 AM PST
To: [REDACTED]
Subject: Re: Pixar's Benefits Information

I forgot to write about show bonuses so I apologize for the delay. Historically, we've always received film bonuses and we're all hoping that practice continues. In the past, everyone in the Studio has been eligible for film bonuses because they believe it takes everyone to make a film (regardless of if you're in Accounting, working on another film, Security, etc.). If they continue this practice using the same guidelines as before, you would need to be a current Pixar employee (run-of-show is okay) at the time the bonuses are distributed. For example, if we receive bonuses for RAT before February 2008, judging by past practices, you would be eligible. If someone has worked at the Studio for less than one year, we're prorated the film bonus.

Hope that helps!

Talk to you soon,
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On Feb 6, 2007, at 5:25 PM, [REDACTED] wrote:

Dawn,

How about the end of show bonuses? How does that work? Do you have to be on premise when those go

out or does it go to the crew, etc etc. That whole idea is new to me since George hasn't shared with us :-) well
maybe that's not totally fair he built us a nice place to work. Anyway, just let me know.

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5:04:28 PM PST
To:
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Subject: Pixar's Benefits
Information

<Benefits Form .doc>

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Subject: Re: Pixar's Benefits Information

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PST
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From: Dawn Haagstad <dawn@pixar.com>
Date: February 6, 2007 5:20:42 PM PST
To: [REDACTED]
Subject: Re: Pixar's Benefits Information

Hi [REDACTED]

Don't worry about asking too many questions. Making career decisions can be very overwhelming and you are smart to explore and understand all the details.

Regarding stock options: The stock vests over 4 years, which means that after you pass your anniversary date, you have the option to "exercise" 25% of your total grant (in this case, the total grant is [REDACTED]). Every year someone works at Pixar, they are 25% more vesting, meaning they have access to an additional 25% of the [REDACTED] shares. Basically, [REDACTED] divided by 4 equals the amount you

are able to exercise each year. You don't have to exercise your shares and can continue to stock pile (no pun intended) your shares.

I will probably be on email until 6:30 so if anything else comes up this evening, just let me know. I'm now holding my breath AND crossing my fingers.

Take care,
Dawn

On Feb 6, 2007, at 4:57 PM, [REDACTED] wrote:

Dawn,

This all looks great! I will talk this through with my wife one last time and have a final answer for you tomorrow. Thank you so much for taking the time to go back and fourth with me regarding all the details.

Not to drag this on any further I just have 2 more little informational type questions. Will I be eligible for any end of show bonus?

In regards to the options, the vesting period is 12 months but I remember speaking with you about them vesting in 4 increments. Is that to say then that the offer of [REDACTED] options, I would have to stay a full 4 years to realize all those? Or are they all available at the 12 month mark but I can only exercise 25% per year?

I am sooooo sorry that all this conversation revolves around money. Its just if I don't ask now I won't be able to ask later. I can't express to you how excited I am about this. Its difficult to start over but the prospect of working with such talented people on something so exciting is really awesome!

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My first concern is that the offer is substantially less than my current earnings (my salary plus my contract work). It was my hope that I could put aside my contract work and focus completely on the position at PIXAR. Considering my discussions with Ellen, I feel that my skills and past experience uniquely qualify me for this project, and that the breadth of my proficiency will prove valuable to the production as a whole and PIXAR into the future.

My second concern is that the duration of the position is run-of-show.

Although I completely understand that PIXAR makes no discernment between run-of-show employees and regular employees, the difference for me are my fiscal responsibilities and the longer term health of my career.

I appreciate the production's need for this particular skill set and the uncertainty of whether this need will extend past the production.

I came to ILM seven years ago with a similar scenario, as a web designer. However, since I've been at ILM, I have learned, worked, and excelled in every aspect of shot production. This is work that I am proud of and confident in and it is easy for me leveraging it to a long future with PIXAR.

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have flexibility in the
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up to [REDACTED] or
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longer than a 11
months? I'm confident we'll be able to meet in the
middle. Please
give
me a call so we can discuss this further.

Sincerely,

[REDACTED]

----- Original message -----
From: Dawn Haagstad <dawn@pixar.com>

Hi [REDACTED]

As I mentioned during our phone
conversation, attached is an
explanation of Pixar's standard
benefits, which will help give
you an
idea of the overall compensation
package. Please review this
information and don't hesitate to
contact me with any questions.

We're all very excited about the
prospect of you joining Pixar and I
look forward to speaking with you
soon.

Take care,
Dawn

From: Dawn Haagstad <dawn@pixar.com>
Date: February 1, 2007 5:04:28 PM PST
To: [REDACTED]
Subject: Pixar's Benefits Information

<Benefits Form .doc>

From: Dawn Haagstad <dawn@pixar.com>
Date: February 6, 2007 4:13:15 PM PST
To: [REDACTED]
Subject: Re: Pixar's Benefits Information

Hello [REDACTED]

We've looked at everything further and here's the latest and greatest. With regard to salary, in comparing your skill set with internal artists, we're honestly not able to increase the salary and continue to be consistent with existing Pixar employees. You are amazingly talented and we truly recognize this talent, which is why we would love to have you at the Studio. One option that we're hoping will be feasible on your end is a signing bonus.

We would like to offer you a \$1[REDACTED] signing bonus, which you would receive the first pay check after your start date (we are paid on a weekly basis). This will help add to your base salary and hopefully will help alleviate some of the salary concerns. As we also discussed, you'll be eligible for the 401K plan, vacation, family coverage for medical/dental/vision at only \$90 p/month, classes through Pixar University, etc.

We completely understand the needs of your family and are desperately keeping our fingers crossed that everything will selfishly work in our favor :-). I'm in a number of meetings this afternoon and will be difficult to reach via telephone. I apologize for sending this via email but I wanted to get this information to you as soon as possible.

Please don't hesitate to contact me with any questions.

Talk to you soon,
Dawn

On Feb 5, 2007, at 9:47 AM [REDACTED] wrote:

Dawn,

Thank you for getting back to me so quickly and I certainly appreciate your candor. I feel the exact same way as PIXAR does about having artist that are there for the work and not the salary. I want to assure you that each time I think about the prospect of working there my primary motivation is working on "W-e" with Ralph and Ellen and all the amazing talented people at PIXAR, not salary. As I am sure you can appreciate I need to think of my other two important productions (mom and baby) :-). and what is best for them.

I have the utmost respect for Jim having worked for him on several occasions before he left ILM. I certainly appreciate you taking this matter up with him and anything you can do will be greatly appreciated. I look forward to hearing back from you.

[REDACTED]

----- Original message -----
From: Dawn Haagstad <dawn@pixar.com>

Hello [REDACTED]

I was in late meetings Friday evening so didn't receive your email until this morning. I understand your concerns regarding salary but in all honesty, I don't know how much flexibility we will have. Pixar is a studio that offers employees an opportunity to work creatively with the knowledge that new hires are brought on board and paid fairly compared to existing Pixar employees. We always

try to
put our best offer out initially because it's important to
recognize
one's talent from the start - so that artists don't feel the need to
go back and forth regarding money. This is also one of the
reasons
that we don't operate on a contract basis...it's paramount that
artists are here because they enjoy the collaborative work
environment while being paid a fair and respectable salary.

If I could extend the run-of-show duration of the project, I
would be
more than willing but unfortunately, that's not in our control.
The
production schedules are relatively set and we try to estimate
the
approximate work load to the best of our ability. There is
always
the possibility that a "wrap date" will run longer, but we can't
make
that guarantee.

You are, without a doubt, incredibly talented and I know the
show
feels you would be a good fit. We also can respect your
concerns and
understand leaving a regular full-time position can be very
daunting. It's important that you feel you're being paid fairly
and
within a comfortable range. As I mentioned before, we don't
have
much flexibility regarding salary but I will check with Jim
Morris,
(VP of Production) and share your concerns. While we might
not be
able to increase the salary by any great amounts, perhaps we
can
consider a sign on bonus.

Jim's schedule can be rather hectic but I will get time on his
calendar as soon as possible. I should be able to touch base
with
you within the next couple days. Hope you had a nice weekend!

Take care,
Dawn

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From: Dawn Haagstad <dawn@pixar.com>
Date: February 5, 2007 9:22:12 AM PST
To: [REDACTED]
Subject: Re: Pixar's Benefits Information

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